

TRINITY INDUSTRIES LEASING COMPANY
2705 State Street
Chicago Heights, Illinois 60411

12226-P
RECORDED & INDEXED

MAR 15 1991 4 40 PM

INTERSTATE COMMERCE COMMISSION

March 14, 1991

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INTERSTATE COMMERCE COMMISSION

1-074A028

Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue
Washington, D.C. 20423
Attention: Mrs. Mildred Lee, Room 2303

12226-P
RECORDED & INDEXED

MAR 15 1991 4 40 PM

INTERSTATE COMMERCE COMMISSION

MAR 15 2 34 PM '91
OFFICE OF RECORDS & INFORMATION

Re: Documents for Recordation

Dear Mrs. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission (the "ICC") thereunder, enclosed herewith for filing and recordation are (i) three (3) executed originals of an Assignment dated as of March 1, 1991 (to the Equipment Trust Agreement, dated as of June 15, 1980 (the "Trust Agreement" between Trinity Industries Leasing Company (the "Company") and Republic National Bank of Dallas (subsequently named First RepublicBank Dallas, N.A., now named NCNB Texas National Bank (the "Trustee") (as assignee of the Federal Deposit Insurance Corporation, as receiver for First RepublicBank Dallas, N.A.)), as Trustee) between the Company and the Trustee (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations, (ii) three (3) executed originals of a Third Supplement to Equipment Trust Agreement dated as of March 1, 1991 (to the Trust Agreement) between the Company and the Trustee (the "Third Supplement"), a secondary document as defined in the foregoing Rules and Regulations and (iii) three executed originals of a Bill of Sale dated as of March 1, 1991 (to the Trust Agreement) between the Company and the Trustee (the "Bill of Sale"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment relates to the Trust Agreement, which was filed and recorded under Recordation Number 12226 on

C. D. Koppelman

September 25, 1980, and subsequently supplemented by assignments and bills of sale under Recordation Numbers 12226-A through 12226-M.

We request that the Assignment be cross-indexed.

The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company
2705 State Street
Chicago Heights, Illinois 60411
Attention: Treasurer

Trustee: NCNB Texas National Bank
901 Main Street
16th Floor
Dallas, Texas 75202

A description of the railroad equipment covered by (i) the Assignment is set forth in Exhibit A hereto, (ii) the Third Supplement is set forth in Exhibit B hereto, and (iii) the Bill of Sale is set forth in Exhibit C hereto. The foregoing railroad equipment consists solely of railroad cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$45.00 to cover the required recordation fees.

You are hereby authorized to deliver stamped copies of the Assignment, Third Supplement and Bill of Sale not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Commission's Index follows:

1. Primary Document. Assignment dated as of March 1, 1991, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various railroad cars.
2. Secondary Document. Third Supplement to Equipment Trust Agreement dated as of March 1, 1991 between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various railroad cars (relating to the Equipment Trust Agreement dated as of June 15, 1980 between Trinity Industries Leasing

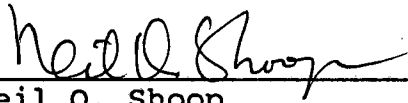
Mrs. Mildred Lee
Interstate Commerce Commission
March 12, 1991
Page 3

Company and Republic National Bank of Dallas, as
Trustee, covering various railroad cars.

3. Bill of Sale dated as of March 1, 1991, between Trinity
Industries Leasing Company and NCNB Texas National
Bank, as Trustee, covering various railroad cars.

TRINITY INDUSTRIES LEASING COMPANY

By:



Neil O. Shoop
Treasurer

REGISTRATION NO. 12526-0 FILED 1425

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INTERSTATE COMMERCE COMMISSION

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**THIRD SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 2)

Dated as of March 1, 1991

Between

NCNB TEXAS NATIONAL BANK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

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THIRD SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of March 1, 1991 (herein called this "Third Supplement") between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and NCNB TEXAS NATIONAL BANK, a national banking association (in its capacity as trustee under the Trust Agreement, hereinafter called the "Trustee").

PRELIMINARY STATEMENT

A. The Company and Republic National Bank of Dallas, a national banking association, subsequently named First RepublicBank Dallas, N.A., entered into an Equipment Trust Agreement dated as of June 15, 1980 (hereinafter called the "Trust Agreement").

B. All of the corporate trust business of First RepublicBank Dallas, N.A. was subsequently assigned to NCNB Texas National Bank by the Federal Deposit Insurance Corporation, as Receiver of First RepublicBank Dallas, N.A.

C. The Trust Agreement was supplemented by a First Supplement to Equipment Trust Agreement dated as of November 25, 1980 between the Company and Republic National Bank of Dallas (the "First Supplement"), and a Second Supplement to Equipment Trust Agreement dated as of November 20, 1989 (the "Second Supplement").

D. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on September 25, 1980, under Recordation No. 12226.

E. The First Supplement was filed with the ICC on December 1, 1980 under Recordation No. 12226-C.

F. The Second Supplement was filed with the ICC on November 29, 1989 under Recordation No. 12226-J.

G. Pursuant to the terms of the Purchase Agreement dated as of June 15, 1980 (hereinafter called the "Purchase Agreement"), among the Company and Trinity Industries, Inc., a Delaware corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased Equipment Trust Certificates issued or to be issued under the Trust Agreement.

H. Pursuant to Section 5.06(d) of the Trust Agreement, the Company has requested that the Trustee release cash deposited by the Company with the Trustee pursuant to Section 5.08(a) of the Trust Agreement.

I. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of rail cars contained in Exhibit A hereto and by adding to Exhibit B to the Trust Agreement the description of the Existing Lease contained in Exhibit B hereto; and such rail cars shall be included in the trust created under the Trust Agreement and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, remains in full force and effect mutatis mutandis.

3. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

4. Terms used in this Third Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

5. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by this Third Supplement.

6. This Third Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Third Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Third Supplement. It shall not be necessary in making proof of this Third Supplement to produce or account for more than one such counterpart.

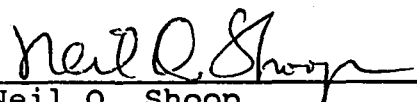
7. This Third Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of New York (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.


[Corporate Seal]

TRINITY INDUSTRIES LEASING
COMPANY

ATTEST:



Neil O. Shoop
Assistant Secretary

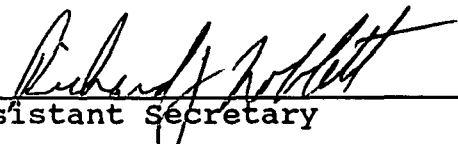
By 

K. W. Lewis
Senior Vice President

[Corporate Seal]

NCNB TEXAS NATIONAL BANK,
Trustee

ATTEST:



Assistant Secretary

By 

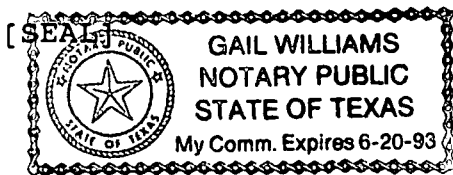
Linda McNeil
Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 6th day of March, 1991, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NCNB NATIONAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

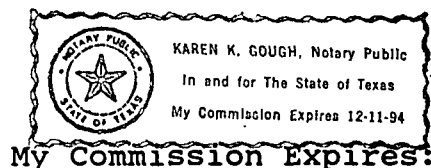
Gail Williams
Notary Public

My Commission Expires:



STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 1st day of March, 1991, before me personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My Commission Expires:

Karen K. Gough
Notary Public

[SEAL]

EXHIBIT A
DESCRIPTION OF TRUST EQUIPMENT

| <u>Quantity and Type</u> | <u>Class</u> | <u>Capacity</u> | <u>Initialed Car Nos.</u> |
|------------------------------|--------------|-----------------|--|
| 5 covered hopper cars | LO | 4,750 cu.ft. | MNVA 1825, 1855, 1866 NMVA 1889, 1900 |

EXHIBIT B
Description of Existing Lease

1. Railroad Car Net Lease Agreement, dated November 1, 1989, between Trinity Industries Leasing Company and MNVA Railroad, Inc. covering the following described railroad cars (Partial Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---|--|
| 5 | 4,750 cu. ft. covered hopper cars | MNVA 1825, 1855, 1866 MNVA 1889, 1900 |